This document constitutes a supplement (the "**Supplement**") pursuant to Article 23 (1) of the Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

2nd Supplement dated 26 August 2026
(the "Supplement")
to the Registration Document of UniCredit Bank GmbH dated 10 April 2025
(approved by BaFin Prospekt-ID: 64182143)
(the "Registration Document")
and to the base prospectuses, comprising the Registration Document and the

Securities Note dated 2 February 2026 for
Knock-out Securities and Warrants
(approved by BaFin Prospekt-ID: 71923271)
under the Euro 50,000,000,000 Debt Issuance Programme of
UniCredit Bank GmbH
Munich, Federal Republic of Germany

Wertpapierbeschreibung vom 28. Oktober 2025
für Wertpapiere mit Single-Basiswert (ohne Kapitalschutz) II
(approved by BaFin Prospekt-ID: 68976174)
unter dem Euro 50.000.000.000 Debt Issuance Programme der
UniCredit Bank GmbH
München, Bundesrepublik Deutschland

Wertpapierbeschreibung vom 7. Oktober 2025
für Wertpapiere mit Single-Basiswert (ohne Kapitalschutz) I
(approved by BaFin Prospekt-ID: 68946908)
unter dem Euro 50.000.000.000 Debt Issuance Programme der
UniCredit Bank GmbH
München, Bundesrepublik Deutschland

Securities Note dated 11 March 2026
for Interest Securities
(approved by BaFin Prospekt-ID: 72905010)
under the Euro 50,000,000,000 Debt Issuance Programme of
UniCredit Bank GmbH
Munich, Federal Republic of Germany

(in each case a "**Base Prospectus**" and together the "**Base Prospectuses**")

This Supplement is to be read and construed in conjunction with any information already supplemented by the supplement dated 13 March 2026 to the Registration Document in accordance with Article 12(1) and Article 23(5) of the Prospectus Regulation, the Base Prospectuses and, in connection with any issue of securities thereunder, with the relevant Final Terms. Therefore, with respect to issues under the Base Prospectuses, references in the Final Terms to the Base Prospectuses are to be read as references to the relevant Base Prospectus as amended and supplemented.

UniCredit Bank GmbH accepts responsibility for the information contained in this Supplement and declares that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and it makes no omission likely to affect its import.

A right of withdrawal is only granted to those investors who had already agreed to purchase or subscribe for the securities before the Supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted. Investors may exercise their right of withdrawal pursuant to Article 23 para 2 of the Prospectus Regulation within three working days after the publication of the supplement. Investors who wish to exercise the right of withdrawal should contact UniCredit Bank GmbH, LCD5 Legal Client Solutions 2, Arabellastraße 12, 81925 Munich, Germany, EMail: supplement-withdrawal@unicredit.de, nachtrag-widerruf@unicredit.de.

This Supplement, the Base Prospectuses as well as any further supplements to the Base Prospectuses are published on the website www.onemarkets.de. The Issuer may replace this website by any successor website of which it provides notice in accordance with the General Conditions included in the Base Prospectuses.

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A. Reason for the Supplement

The intended extraordinary interim distribution by UniCredit Bank GmbH, decided on 10 August 2026 to be prepared, totalling € 2 billion to UniCredit S.p.A. and the resulting change in the Common Equity Tier 1 capital (CET1) ratio from 22.9% as of 31 December 2025, to around 20% following the distribution is a significant new factor in relation to the information set out in the Registration Document.

B. Changes to the Registration Document dated 10 April 2025

I. Changes in section "D. UNICREDIT BANK GMBH"

In section "**D. UNICREDIT BANK GMBH**" in sub-section "***2. Ratings***" all information shall be deleted except for the heading and shall be replaced as follows:

"UniCredit Bank GmbH has been rated (status as of July 2026) by Fitch Ratings ("**Fitch**"), Moody's Investors Service ("**Moody's**") and S&P Global Ratings ("**S&P**") as follows:

	Long-term	**Short-term**	**Outlook**
Fitch*	A[1]	F1[2]	Stable
Moody's**	A1[3]	-	Stable
S&P***	A-[4]	A-2[4]	Positive

[1] Term used by Fitch: "Long-term Issuer Default-Rating (IDR)".
[2] Term used by Fitch: "Short-term Issuer Default-Rating (IDR)".
[3] Term used by Moody's: "Issuer Rating".
[4] Term used by S&P: "Issuer Credit Rating".

Fitch, Moody's and S&P are established in the European Economic Area or have relevant subsidiaries which are established in the European Economic Area and have been registered in accordance with Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies, as amended and are included in the list of registered credit rating agencies published on the website of the European Securities and Markets Authority at https://www.esma.europa.eu/supervision/credit-rating-agencies/risk."

* ***Explanation of definitions used by Fitch***: "**A**" ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. "**F1**" ratings indicate the strongest intrinsic capacity for timely payment of financial commitments. A **stable outlook** means that the rating is not likely to change.

** ***Explanation of definitions used by Moody's***: Obligations rated "**A**" are judged to be upper-medium grade and are subject to low credit risk. Moody's appends numerical modifiers 1, 2, and 3 to each generic rating classification from Aa through Caa. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category; the modifier 2 indicates a mid-range ranking; and the modifier 3 indicates a ranking in the lower end of that generic rating category. A **stable outlook** means a low likelihood of a rating change over the medium term.

*** ***Explanation of definitions used by S&P***: An obligor rated "**A**" has strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories. An obligation rated "**A**" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitments on the obligation is still strong. Ratings from "**AA**" to "**CCC**" may be modified by the addition of a plus (+) or minus (-) sign to show relative standing within the rating categories. A short-term obligation rated "**A-2**" is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitments on the obligation is satisfactory. A **positive outlook** means that the rating may be raised over the intermediate term.

II. Changes in section "E. BUSINESS OVERVIEW"

In section "**E. BUSINESS OVERVIEW**" in sub-section "***2. Business segments of HVB Group***" under the heading "***Central Functions***" the third and fourth paragraphs shall be deleted and shall be replaced as follows:

"In line with Group guidelines and the bank's organizational model, CDOO focuses on operational excellence, on strategic projects, on expanding the consequent use of AI as well as enabling scalable growth while safeguarding resilient and efficient core operations. As of 1 April 2026, responsibilities related to products and process value chains are allocated to the respective business functions.

The organisational model of CDOO focusses on operational excellence in banking operations for daily banking, lending & financing and client risk management operations."

III. Changes in section "F. EXECUTIVE AND SUPERVISORY BODIES"

In section "**F. EXECUTIVE AND SUPERVISORY BODIES**" the table with regard to the "Supervisory Board" shall be deleted and shall be replaced as follows:

"**Supervisory Board**

Name	**Principal Occupation**
Andrea Orcel, Milan Chairman	Group Chief Executive Officer and Head of Italy of UniCredit S.p.A, Milan
Florian Schwarz, Munich[(1)], 1st Deputy Chairman	Employee of UniCredit Bank GmbH
Dr Bernd Metzner, Munich 2nd Deputy Chairman	Member of Executive Board (Chief Financial Officer) of Unternehmensgruppe Theo Müller S.e.c.s., Luxembourg
Sabine Heimbach, Anzing	Political and communications consultant, former Managing Director and Member of the Board of Bayerischer Bankenverband e.V., Deputy Spokesperson of the former Federal Government
Dr Dierk Hirschel, Berlin[(1)]	Chief Economist of Vereinte Dienstleistungsgesellschaft ver.di, Federal Administration
Marcus Kramer, Starnberg	Former Member of the Management Board (Chief Risk Officer) of BayernLB
Fiona Melrose, Milan	Head of Group People & Culture of UniCredit S.p.A., Milan
Tanja Münchrath, Milan[(1)]	Employee of UniCredit Bank GmbH Milan Branch
Angelika Plauk, Grünwald	Former Head of Internal Audit of UniCredit Bank AG
Claudia Richter, Fürth[(1)]	Employee of UniCredit Bank GmbH

Name	Principal Occupation
Oliver Skrbot, Buttenwiesen[(1)]	Employee of UniCredit Bank GmbH
Christian Staack, Hamburg[(1)]	Employee of UniCredit Bank GmbH

[(1)] Representative of Employees

As at the date of this Registration Document, there are no potential conflicts of interest between the duties to HVB of the above-mentioned members of the Executive Board and members of the Supervisory Board of HVB and their private interests and/or other duties."

IV. Changes in section "L. GENERAL INFORMATION"

1. In section "**L. GENERAL INFORMATION**" a new sub-section "***7. Recent developments***" is included as follows:

   "As part of measures to optimize its capital structure, UniCredit Bank GmbH is currently preparing an extraordinary interim distribution of €2.0 billion to UniCredit S.p.A. After the distribution, the Common Equity Tier 1 capital (CET1) ratio will stand at around 20% (compared to 22.9% as of 31 December 2025). The necessary corporate law procedures are currently being prepared, some of which have already been completed, so that the corresponding resolutions can be adopted. In parallel, new non-preferred senior notes totalling €1.4 billion and an additional Additional Tier 1 (AT1) Note totalling €0.6 billion have already been issued, both were fully subscribed by UniCredit S.p.A."

2. In section "**L. GENERAL INFORMATION**" the title of sub-section "***7. Information incorporated by reference in this Registration Document***" shall be deleted and shall be replaced as follows:

   "***8. Information incorporated by reference in this Registration Document***"

Appendix pursuant to Article 26 (4) of Regulation (EU) 2017/1129 of the European Parliament and the Council relating to the Registration Document of UniCredit Bank GmbH

Key information on the Issuer

Who is the Issuer of the Securities?

UniCredit Bank GmbH is the legal name. HypoVereinsbank is the commercial name of the Issuer. HVB has its registered office at Arabellastr. 12, 81925 Munich, was incorporated in Germany and is registered with the Commercial Register at the Local Court (*Amtsgericht*) in Munich under number HRB 289472, incorporated as a private limited company (*Gesellschaft mit beschränkter Haftung*) under the laws of the Federal Republic of Germany. The LEI is 2ZCNRR8UK83OBTEK2170.

Principal Activities

HVB offers a comprehensive range of banking and financial products and services to retail and corporate customers, public-sector entities and internationally operating companies as well as institutional customers.

The products and services range extends from mortgage loans, consumer loans, savings-and-loan and insurance products, and banking services for private customers through to business loans and foreign trade financing and investment banking products for corporate customers.

HVB offers comprehensive financial and asset planning in high-value customer segments.

Major Shareholders

UniCredit S.p.A. holds directly 100% of HVB's share capital.

Executive Board

The Executive Board (*Geschäftsführung*) consists of the following members: René Babinsky (Head of Private Clients), Artur Gruca (Chief Digital & Operating Officer (CDOO)), Marion Bayer-Schiller (Head of Large Corporates), Martin Brinckmann (Head of Small and Medium Corporates), Marion Höllinger (Spokeswoman of the Executive Board (CEO) and (temporarily) Head of Client Solutions), Georgiana Lazar-O'Callaghan (Head of People & Culture), Wolfgang Schilk (Chief Risk Officer (CRO)) and Ljubisa Tesić (Chief Financial Officer (CFO)).

Statutory Auditors

KPMG, the independent auditors of HVB for the financial year 2024 have audited the consolidated financial statements of HVB Group and the unconsolidated financial statements of HVB as of and for the year ended 31 December 2024 and have issued an unqualified audit opinion thereon.

KPMG, the independent auditors of HVB for the financial year 2025 have audited the consolidated financial statements of HVB Group and the unconsolidated financial statements of HVB as of and for the year ended 31 December 2025 and have issued an unqualified audit opinion thereon.

What is the key financial information regarding the Issuer?

The following key financial information of the Issuer is based on the audited consolidated financial statements of the Issuer as of and for the year ended 31 December 2025.

Consolidated income statement

	1/1/2025 – 31/12/2025	1/1/2024 – 31/12/2024
Net interest income	€ 2,775 m	€ 2,608 m
Net fees and commissions	€ 1,190 m	€ 1,206 m
Net write-downs of loans and provisions for guarantees and commitments	€ -223 m	€ -270 m
Net trading income	€ 1,109 m	€ 1,405 m
Net gains/(losses) on financial assets and liabilities at fair value	€ 235 m	€ 107 m
Net Operating profit[1]	€ 3,136 m	€ 2,880 m
Profit after tax	€ 2,126 m	€ 1,920 m

1 This figure has been extracted from the audited combined management report of UniCredit Bank GmbH for the financial year from 1 January to 31 December 2025.

Balance sheet

	31/12/2025	31/12/2024
Total assets	€ 286,269 m	€ 290,230 m
Senior debt[1]	€ 33,101 m*	€ 32,715 m*
Subordinated capital[2]	€ 1,984 m	€ 2,799 m
Loans and receivables with customers (at cost)	€ 169,191 m	€ 162,565 m
Deposits from customers	€ 145,326 m	€ 142,609 m
Total equity	€ 20,172 m	€ 19,893 m
Common Equity Tier 1 capital (CET1) ratio**	22.9 %	23.8 %
Total Capital Ratio**	25.9 %	28.2 %
Leverage Ratio calculated under applicable regulatory framework[3]**	5.7 %	5.7 %

1 This figure comprises of the balance sheet item "Debt securities in issue" (31/12/2025: € 33,155 million; 31/12/2024: € 33,584 million) minus the figure for subordinated debt securities in issue as set out in the Notes to the audited consolidated financial statements of HVB Group for the financial year ended 31 December 2025 (31/12/2025: € 54 million; 31/12/2024:€ 869 million).

2 This figure is set out in the Notes to the audited consolidated financial statements of HVB Group for the financial year ended 31 December 2025.

3 Ratio of core capital to the sum total of the exposure values of all assets and off-balance-sheets items.

* The items marked with "*" are not audited.

The items marked with "" have been extracted from the audited combined management report of UniCredit Bank GmbH for the financial year from 1 January 2025 to 31 December 2025.

What are the key risks that are specific to the Issuer?

Risks related to the Issuer's financial situation: Risk that HVB Group will not be able to meet its payment obligations on time or in full or to obtain sufficient liquidity when required as well as that liquidity will only be available at higher interest rates, and the risk that the bank will only be able to liquidate assets on the market at a discount could create liquidity problems for HVB Group and thus could result in a limited ability to fund its activities and meet its minimum liquidity requirements.

Risks related to the Issuer's specific business activities: Risks arising from the normal business activities of HVB Group, which involve credit risk in the lending business, market risk in the trading business as well as risks from other business activities such as the real estate business activities of HVB Group could have an adverse impact on HVB Group's operating results, its assets and its financial situation.

General risks related to the Issuer's business operations: Risks from inadequate or failed internal processes, people and systems or from external events, risks caused by the adverse perception of the image of the financial institution by stakeholders, risks from unexpected adverse changes in the future earnings of the bank as well as risks from concentrations of risk and/or earnings positions could result in financial losses, a downgrade of HVB's rating and an increase in the business risk of the HVB Group.

Legal and regulatory risk: Changes of the regulatory and statutory environment of HVB could result in higher capital costs and a rise of costs for the implementation of regulatory requirements. In cases of non-compliance with regulatory requirements, (tax) laws, regulations, statutory provisions, agreements, mandatory practices and ethical standards, the public perception of HVB Group as well as its earnings and financial situation could be negatively affected.

Strategic and macroeconomic risk: Risks resulting from management either not recognising early enough or not correctly assessing significant developments or trends in the bank's environment and risks arising from negative economic developments in Germany and on the international financial and capital markets could have a negative effect on the assets, liabilities, financial position and profit or loss of HVB Group. In particular, global trade frictions, persistent geopolitical tensions, structural weaknesses in key industry sectors, the society-wide trend towards use of artificial intelligence, further rising protectionism (especially in the form of higher tariffs US tariffs on EU goods and restricted access to critical input goods such as rare-earth minerals from China), less dynamic growth in China and a slower than expected recovery in the German real estate market can be major downside risks to the German economy. In addition, if any of the aforementioned risks materialises, turbulence could occur on financial and capital markets.